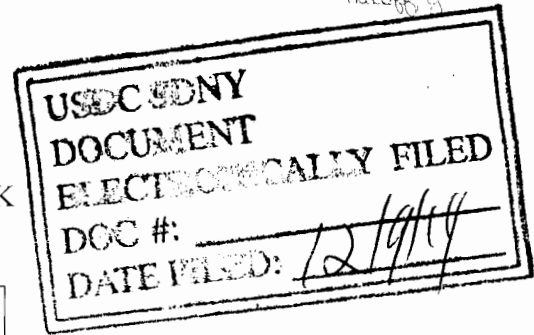


UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK



SECURITIES AND EXCHANGE COMMISSION,

Plaintiff,

v.

CITIGROUP GLOBAL MARKETS INC.,

Defendant.

11-CV-7387 (JSR)

ECF CASE

A handwritten signature in black ink, appearing to be "Z" or "JZ".

~~PROPOSED~~ ORDER TO APPOINT TAX ADMINISTRATOR

The Court, having reviewed Plaintiff Securities and Exchange Commission's Motion to appoint Damasco & Associates LLP as Tax Administrator and for good cause shown,

IT IS HEREBY ORDERED:

1. Damasco & Associates LLP is appointed as Tax Administrator to execute all income tax reporting requirements, including the preparation and filing of tax returns, for all funds under the Court's jurisdiction in this case (the "Distribution Fund").

2. Damasco & Associates LLP shall be designated the Tax Administrator of the Distribution Fund, pursuant to section 468B(g) of the Internal Revenue Code (IRC), 26 U.S.C. § 468B(g), and related regulations, and shall satisfy the administrative requirements imposed by those regulations, including but not limited to (a) obtaining a taxpayer identification number, (b) filing applicable federal, state, and local tax returns and paying taxes reported thereon out of the Distribution Funds, and (c) satisfying any information, reporting, or withholding requirements

imposed on distributions from the Distribution Funds. Upon request, the Tax Administrator shall provide copies of any filings to the Commission's counsel of record.

3. The Tax Administrator shall, at such times as the Tax Administrator deems necessary to fulfill the tax obligations of the Distribution Fund, request that the Commission's counsel of record file with the Court a motion, supported by the Tax Administrator's declaration of the amount of taxes due, to transfer funds from the Distribution Fund to pay any tax obligations of the Distribution Fund.

4. The Tax Administrator shall be entitled to charge reasonable fees for tax compliance services and related expenses in accordance with its agreement with the Commission. The defendant has agreed to pay all costs incurred under any plan for the distribution of the Distribution Fund, including but not limited to all fees and expenses of the Court-appointed tax administrator. The Tax Administrator shall, at such times as the Tax Administrator deems appropriate, submit an invoice of fees and expenses to the defendant for payment with a copy sent to the Commission's counsel of record.

Dated: 12/5/14


UNITED STATES DISTRICT JUDGE *etc.*